

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

RICHARD A. WILLIAMSON, On Behalf of and
as Trustee for At Home Bondholders'
Liquidating Trust,

Plaintiff,

vs.

VERIZON COMMUNICATIONS INC.,
VERIZON SERVICES CORP.,
VERIZON CORPORATE RESOURCES
GROUP LLC,
VERIZON DATA SERVICES LLC,
VERIZON NEW YORK INC.,
AT&T INC.,
AT&T OPERATIONS, INC.,
AT&T SERVICES, INC.,

Defendants.

CIVIL ACTION

ECF CASE

Case No. 1:11-cv-04948 (LTS)

DECLARATION OF STEVEN THRELKELD

The undersigned states and declares as follows:

1. My name is Steven Threlkeld. I am an Executive Director in the Finance Department of AT&T Services, Inc. I have been in that position since 1998 and with the Company since 1984. As Accounting Contoller, I am personally familiar with the corporate structure of AT&T Inc, AT&T Operations, Inc., and AT&T Services, Inc. All of the statements in this Declaration are, unless otherwise indicated, based upon my personal knowledge, review of corporate and business records and interviews with appropriately knowledgeable persons.

The statements contained herein are true and correct.

2. AT&T, Inc. was incorporated in Delaware in October 1983 under the name Southwestern Bell Corporation. Since then it has changed its name twice. In 1995, it changed its name to SBC Communications Inc. After the 2005 acquisition of AT&T Corp., a New York corporation, SBC Communications Inc. changed its name to AT&T Inc. The acquired company, AT&T Corp., became a subsidiary of AT&T, Inc. Throughout, AT&T, Inc. has remained a Delaware corporation. AT&T Inc. is currently headquartered in Dallas, Texas.

3. AT&T Inc. is and always has been a holding company. It was created as one of seven regional holding companies that were divested on January 1, 1984 by the American Telephone and Telegraph Company as part of the settlement of *United States v. Western Electric Company, Inc.*, Civil Action No. 82-0192 (D.D.C.). As part of that divestiture, it received equity interests in the Southwestern Bell Telephone Company. As a holding company, AT&T Inc. conducts no business directly with the public.

4. As a holding company, AT&T Inc. conducts no business directly with the public. AT&T Inc. does not own or maintain a telecommunications network, and AT&T Inc. does not provide telecommunications services, Internet services, or services of any kind to the public. AT&T Inc. owns the stock of its corporate subsidiaries, but AT&T Inc. itself does not own the switches, utility poles, lines, and other equipment that make up a telecommunications network.

5. AT&T Inc. is a legally and factually separate corporate entity, distinct from its subsidiaries. Each of AT&T Inc.'s subsidiaries maintains its own independent corporate, partnership, or limited liability company status, identity, and structure.

6. AT&T Inc. does not own or maintain a telecommunications network and it does not provide telecommunications services, wholesale or retail, to the public. AT&T Inc. does not

have any employees, sales representatives or distributors, and produces nothing to sell or distribute.

7. AT&T Inc. has no presence in the State of New York. It has no office or mailing address in New York, and does not own, lease, manage, or maintain any real property, office, residence or place of business in New York.

8. AT&T Inc. does not pay income, property or franchise taxes to the State of New York. AT&T Inc. has direct and indirect subsidiaries who pay such taxes, and where permitted, those operating subsidiaries may file consolidated tax returns to the applicable governmental taxing authority, but AT&T Inc. is not itself the taxpayer.

9. AT&T Inc. is not registered, licensed or otherwise qualified to do business in New York and, therefore, has not appointed a registered agent for service of process in New York.

10. AT&T Inc. does not manufacture any product of any kind or provide any service of any nature that could find its way through the stream of commerce into New York. AT&T Inc. does not make, market, use or sell any goods or services in New York.

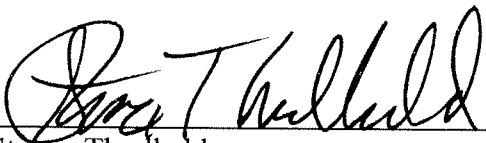
11. The acronym "AT&T" is a brand often appearing next to a round blue and white logo. The name "AT&T" is sometimes followed by a state name as a "doing-business-as" name for certain companies in AT&T Inc.'s family of companies. The use of the corporate brand and logo is shared by multiple subsidiary companies offering different products and services and serving different geographic territories. For example, today Southwestern Bell Telephone Company in Texas does business as (d/b/a) "AT&T Texas." Similarly, Pacific Bell Telephone Company's d/b/a is "AT&T California," Illinois Bell Telephone Company's d/b/a is "AT&T Illinois," and so on.

12. The AT&T brand and logo are owned and licensed by AT&T Intellectual Property, Inc., which is a wholly-owned subsidiary of AT&T Inc. AT&T Intellectual Property, Inc. charges the applicable operating company a licensing fee for the “doing business as” use of the AT&T name and logo. Use of the AT&T brand, logo, trademarks, and service marks by a particular operating company does not signify that products or services are being offered or provided by AT&T Inc., a holding company, or the licensor, AT&T Intellectual Property, Inc.

13. The internet website www.att.com is maintained and administered by AT&T Intellectual Property, Inc. and AT&T Services, Inc. The goods and services that are marketed on the www.att.com website are the goods and services of AT&T Inc.’s subsidiaries and business partners. AT&T Inc. does not offer goods and services to the public and, therefore, none of the goods or services offered on the www.att.com website is provided by AT&T Inc.

14. I declare under penalty of perjury that the foregoing is true and correct.

Executed on the 6th day of October, 2011 in San Antonio, Texas.



Steven Threlkeld